

1268236

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,**

**SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**



08046993

OMB APPROVAL	
OMB Number:	
Expires:	April 30, 2008
Estimated average burden hours per response	16

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)
SERIES B PREFERRED STOCK AND COMMON STOCK WARRANTS OF NEW GENERATION BIOFUELS HOLDINGS, INC.

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE
 Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☒ check if name has changed, and indicate change.)

New Generation Biofuels Holdings, Inc.
(formerly known as "H2Diesel Holdings, Inc.")

Address of Executive Offices (Number and Street, City, State, Zip Code)

1111 Katy Freeway, Suite 910, Houston, TX 77079

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
 (if different from Executive Offices) **N/A**

Telephone Number (Including Area Code)

(713) 973-1820

Telephone Number (Including Code Area)

Brief Description of Business – New Generation Biofuels holds an exclusive license to exploit proprietary technology to manufacture an alternative biofuel from vegetable oils and animal fats.

Type of Business Organization

☒ corporation
☐ business trust

☐ limited partnership, newly formed
☐ limited partnership, to be formed

☐ other (please specify):

Actual or Estimated Date of Incorporation or Organization:

Month **02**

Year **2006**

☒ Actual * ☐ Estimated

* Formerly named "Wireless Holdings, Inc." before a merger in October 2006, and "H2Diesel Holdings, Inc." before a corporate name change to "New Generation Biofuels Holdings, Inc." effective on March 28, 2008.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
 CN for Canada; FN for other foreign jurisdiction) **FL**

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years.
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General Partner ("GP")

Full Name (Last name first, if individual)

Rosen, Lee S.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o New Generation Biofuels Holdings, Inc., 11111 Katy Freeway, Suite 910, Houston, TX 77079Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ Managing Member of GP

Full Name (Last name first, if individual)

Gillespie, David A.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o New Generation Biofuels Holdings, Inc., 11111 Katy Freeway, Suite 910, Houston, TX 77079Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ Managing Member of GP

Full Name (Last name first, if individual)

Mack, John E.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o New Generation Biofuels Holdings, Inc., 11111 Katy Freeway, Suite 910, Houston, TX 77079Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ Managing Member of GP

Full Name (Last name first, if individual)

Pearce, Philip E.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o New Generation Biofuels Holdings, Inc., 11111 Katy Freeway, Suite 910, Houston, TX 77079Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General Partner

Full Name (Last name first, if individual)

Gilliland, Steven F.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o New Generation Biofuels Holdings, Inc., 11111 Katy Freeway, Suite 910, Houston, TX 77079Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General Partner

Full Name (Last name first, if individual)

Sheppard, Jr., James Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o New Generation Biofuels Holdings, Inc., 20283 STATE ROAD 7, SUITE 40, BOCA RATON FL 33498Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General Partner

Full Name (Last name first, if individual)

Claiborne, Cary J.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o New Generation Biofuels Holdings, Inc., 11111 Katy Freeway, Suite 910, Houston, TX 77079Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General Partner

Full Name (Last name first, if individual)

Lausten, Connie

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o New Generation Biofuels Holdings, Inc., 11111 Katy Freeway, Suite 910, Houston, TX 77079

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General Partner

Full Name (Last name first, if individual)

Goebel, Jr., David H.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o New Generation Biofuels Holdings, Inc., 1111 Katy Freeway, Suite 910, Houston, TX 77079

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General Partner

Full Name (Last name first, if individual)

Wallis, Philip J.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o New Generation Biofuels Holdings, Inc., 1111 Katy Freeway, Suite 910, Houston, TX 77079

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General Partner

Full Name (Last name first, if individual)

Festuccia, Andrea

Business or Residence Address (Number and Street, City, State, Zip Code)

Circonvallazione Gianicolense, 295-00152, Rome, Italy

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes ☐ No ☒
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? No Minimum
Yes ☐ No ☐
3. Does the offering permit joint ownership of a single unit? ☒ Yes ☐ No ☐
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

EMPIRE FINANCIAL GROUP

Business or Residence Address (Number and Street, City, State, Zip Code)

150 California Street, 21st Floor San Francisco, CA 94111

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input checked="" type="checkbox"/> CA	<input type="checkbox"/> CO	<input checked="" type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input checked="" type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input checked="" type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input checked="" type="checkbox"/> NY	<input checked="" type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "o" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

	Aggregate Maximum Offering Amount	Total Purchase Price
Debt	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>10,000,000</u>	\$ <u>4,371,500</u>

☒ Shares of common stock, par value \$0.001 per share ("Common Stock"), to be issued as follows: (i) the maximum offering of up to 239,823 shares of Common Stock, upon exercise of the 5-year Warrants; and (ii) Common Stock to be issued upon conversion of the Series B Preferred, at a conversion price of \$4.25 per share (see, "Convertible Securities").

☒ Up to \$10,000,000 in 8% Series B Non-Redeemable Convertible Preferred Stock, par value \$0.001 per share ("Series B Preferred"), at a purchase price of \$100.00 per share, and an initial conversion price of \$4.25 per share

At the initial closing of the private placement, a total of 43,715 shares of Series B Preferred were sold, and 5-year Warrants to purchase shares of common stock were issued.

Convertible Securities: Five-year warrants ("5-Year Warrants") exercisable for up to 239,823 shares of Common Stock (equal to 25% of the number of shares of common stock that would be issuable upon initial conversion of the Series B Preferred), at the initial exercise price of \$6.25 per share	\$ <u>0</u>	\$ <u>0</u>
Limited Partnership Interests ("LP Interests")	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____)	\$ <u>0</u>	\$ <u>0</u>
Total	\$ <u>10,000,000</u>	\$ <u>4,371,500</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "o" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount
Accredited Investors	17	\$ <u>4,371,500</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only)	<u>0</u>	\$ <u>0</u>

Answer also in Appendix, Column 4, if filing under ULOE.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	N/A	\$ <u>0</u>
Regulation A.....	N/A	\$ <u>0</u>
Rule 504	N/A	\$ <u>0</u>
Total	N/A	\$ <u>0</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ <u>0</u>
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>50,000</u>
Accounting Fees	<input type="checkbox"/>	\$ <u>0</u>
Engineering Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately) <u>1/</u>	<input checked="" type="checkbox"/>	\$ <u>300,000</u>
Other Expenses (identify)	<input type="checkbox"/>	\$ <u>0</u>
Total.....	<input checked="" type="checkbox"/>	\$ <u>350,000</u>

- b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4a. This difference is the “adjusted gross proceeds to the issuer.”

\$9,650,000

1/ As compensation to Empire Financial Group, a broker-dealer that is registered or licensed in all states, the cash amount was reinvested into shares of Series B Preferred and 5-Year Warrants were issued. (see, Part B of this Form D for additional information).


C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

		Payments to Limited Partners, Managing Members, & Affiliates		Payments to Others
Salaries and fees	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase of real estate	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Repayment of indebtedness	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Working capital and general corporate purposes, including to support testing and commercialization of technology; to develop production facilities	<input type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 9,650,000
Other (specify):	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Column Totals	<input type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 9,650,000
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	\$ 9,650,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) NEW GENERATION BIOFUELS HOLDINGS INC.	Signature 	Date April <u>10</u> , 2008
Name of Signer (Print or Type) Cary J. Claiborne	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END